

ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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In the Matter of)
)
GTE CORPORATION,)
)
Transferor,)
)
and)
)
BELL ATLANTIC CORPORATION)
)
Transferee,)
)
For Consent to Transfer of Control)

To: The Commission

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

CC Docket No. 98-184

**REPLY COMMENTS OF
THE TELECOMMUNICATIONS ADVOCACY PROJECT
IN SUPPORT OF THE BELL ATLANTIC/GTE MERGER**

Pursuant Sections 1.415 and 1.419 of the Commission's Rules, 47 C.F.R. §§ 1.415, 1.419, the Telecommunications Advocacy Project ("TAP"), by its counsel, hereby submits the following reply comments in the above captioned proceeding. On January 27, 2000, Bell Atlantic Corporation and GTE Corporation (the "Applicants," or "Bell Atlantic/GTE") renewed their request for Commission consent to the proposed merger between the two parties.¹ The Commission sought comment from interested parties on various elements of the Bell Atlantic/GTE request.² Specifically, the Commission asked for comment the on the benefits and harms of the Applicants'

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1. See Supplemental Filing of Bell Atlantic and GTE, CC Docket No. 98-184 (January 27, 1999) ("Supplemental Filing").
 2. See Commission Seeks Comment on Supplemental Filling Submitted by Bell Atlantic Corporation and GTE Corporation, Public Notice, DA 00-165, CC Docket No. 98-184 (rel. January 31, 2000).

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proposals on various telecommunications markets, as well as comment on the voluntary merger commitments proposed as a condition of merger approval.

Because Bell Atlantic and GTE have shown, in both word and deed, a commitment to ensure that the benefits of their proposed merger flow to a wide spectrum of Americans, regardless of race, geographic location or socio-economic status, TAP urges the Commission to approve the proposed merger. TAP contends herein that the Applicants' merger will produce substantial public interest benefits, while mitigating most, if not all, of the alleged anti-competitive harms that some have claimed of this transaction. The merger would bring the benefits of competition to low-income rural and urban residents, who to date have not enjoyed the many benefits of advanced telecommunications services.

Introduction and Statement of Interest

TAP is a non-profit organization created to increase small business participation in emerging opportunities within the telecommunications industry through: (1) advocacy directed at federal, state and local legislatures; (2) teaching organizations and individuals how to become effective advocates; (3) facilitating coalitions among non-profit, grassroots organizations that are interested in participating in new technological opportunities; (4) identifying emerging opportunities in the telecommunications industry as well as new sources of capital for start-up businesses; and (5) promoting entrepreneurship within historically disadvantaged communities. TAP works with historically, economically and geographically disadvantaged organizations operating in the telecommunications industry. TAP identifies emerging industry trends and provides technical assistance and advocacy training for disadvantaged groups. Its goal is to increase the level of access and service provided by telecommunications companies in rural and urban areas throughout the

country. TAP has participated in proceedings before both the FCC and United States Congress. *See In the Matter of the Commission's Rules Regarding Installment Payment Financing for Personal Communications Systems (PCS) Licenses, Order on Reconsideration of Second Report and Order*, 13 FCC Rcd. 8345 (1998).

Although recognizing the benefits that competition has brought and will continue to bring, TAP is concerned that the recent deluge of telecommunications transactions will cause a consolidation of wealth and ownership, and could result in the segregation of the telecommunications industry along racial, social and economic lines.³ Mergers of local exchange companies, cable providers and long-distance threaten to put control of our wires and the Internet into the hands of a privileged few. These few will then have the power to dictate who receives the benefits of the telecommunications revolution and who does not.

Accordingly, TAP believes the Commission must consider the extent to which the merging parties have committed to ensure that all Americans receive the benefits of the merger. This means, among other things, that the merging companies must show their willingness and commitment to extend their telephone lines, offer lower prices and provide new and improved services to all residents of our nation's rural and inner-city areas. Bell Atlantic and GTE have done these things and have promised to do even more. As such, TAP endorses the merger of these two companies, and for the reasons stated herein, requests that the Commission approve the proposed merger forthwith.

3. See generally Testimony of Rev. Jesse Jackson before the Federal Communications Commission's En Banc Hearing on Mergers and Consolidation (December 14, 1998).

Comments

I. THE PROPOSED MERGER OFFERS SUBSTANTIAL PUBLIC INTEREST BENEFITS, PARTICULARLY FOR LOW-INCOME RURAL AND URBAN CONSUMERS.

Many telecom providers target businesses and affluent residents as their customer base. By doing so, these telecom providers “cherry pick” the market and fail to comply with Congressional requirements for “universal service.” Therefore, prior to approving any merger, the FCC should evaluate each merger on its merits to see that services will be provided to everyone.

A. The Merger, if Approved, will Result in Increased Competition in all Local Markets, Including Rural and Underserved Areas.

TAP believes that, when combined, Bell Atlantic/GTE will be in a superior position after the merger to engage in out-of-region competition than either company would have been on its own. Additionally, because many of GTE’s local exchanges are located in or near rural or other underserved areas, it is likely that the merged entity will expand into new areas – many of which have yet to see true local service competition – to provide local service.

GTE and Bell Atlantic’s historical commitment to the local exchange market is undeniable. They have provided their services on a non-discriminatory basis. TAP believes that this shared experience of providing dependable local service to customers in urban and rural settings, when combined with brand names that are recognizable to consumers nationwide, will offer the customer more choices for less money. Further, the dispersed nature of GTE’s local exchanges will give Bell Atlantic/GTE a solid foothold in LEC territories on which they will be able to build new markets. Indeed, the companies’ determination to spend a total of at least \$500 million to engage

in out-of-region competition – much of which will be spent on facilities-based entry – clearly demonstrates their commitment to expansion.⁴

It should be noted that many of the markets that GTE currently serves are located in rural areas, which so far have been last to receive the benefits of local competition. TAP believes that the merger will enable Bell Atlantic/GTE to broaden its footprint in these areas, expanding service to provide competition where it has heretofore been nonexistent. Additionally, this competition will be provided by a company that will offer consumers the ability to acquire a range of bundled services, including wireless, Internet access, and long-distance service. This prospect is what the drafters of the Telecommunications Act of 1996 envisioned, is consistent with the Commission's own policies, and will serve the public interest.

In sum, TAP believes that the merged company's good prospects for success in pursuing an out-of-region local service strategy, and its ability to quickly establish a significant presence in several markets across the country, will provide substantial benefits – ranging from increased competition to lower prices and increased service quality.

B. The Applicants' Commitments to Provide Advanced Services to Low-Income Urban and Rural Areas Will Help Narrow the Digital Divide.

The growing gap between those that have access to advanced technologies and telecommunications services and those that do not, commonly known as the “digital divide,” may ultimately have the effect of preventing low-income urban and rural residents from reaping the educational and economic benefits enjoyed by many Americans. Access to computers, the

4. Merger opponent AT&T Corporation conveniently neglects to mention this commitment in its initial Comments. TAP is unclear how a \$500 million investment by Bell Atlantic/GTE could be considered a “very limited” effort to engage in out-of-region entry. *See* Comments of AT&T Corporation at 5.

Commission should note, is only one aspect of the solution to this problem. In order to bridge the digital divide, and prevent it from becoming a digital chasm, low-income and rural areas must also be granted access to communications technologies that include the broadband services. The merger of Bell Atlantic and GTE will represent a substantial step forward in the delivery of such services to the consumers who need them most.

Bell Atlantic and GTE have committed to deploying xDSL services to a substantial number of wire centers in the so-called "Low Income Pool". These areas, which contain large concentrations of low-income residents in urban and rural areas, will receive (for the first time in many cases) access to the latest telecommunications technology for accessing the Internet. In turn, consumers in these areas will be able to obtain broadband capabilities and the benefits of Internet access – ranging from virtually unlimited access to information to electronic commerce. TAP believes that these commitments are a genuine step towards bridging the "digital divide."

II. CHANGES IN THE TELECOMMUNICATIONS MARKETPLACE JUSTIFY THE COMMISSION'S APPROVAL OF THIS MERGER.

With the Commission's recent approval of a number of large-scale telecommunications mergers, including AT&T-MediaOne, MCI-WorldCom, AT&T-TCI, SBC-Ameritech, and the pending merger of MCI WorldCom and Sprint, the reality of the modern communications marketplace is that size may enhance service. Indeed, the economies of scale that result from such mergers have the potential to provide substantial public interest benefits, as service providers face reduced costs and pass these reductions on to consumers in the form of low rates and better quality service.

In this context, the proposed merger between Bell Atlantic and GTE should appear entirely reasonable, if not necessary. Bell Atlantic and GTE have argued, rightly in TAP's view, that they must join to survive. Approval of their proposed merger will allow the merged entity to provide a variety of telecommunications services to a geographically diverse spectrum of consumers, while simultaneously and not incidentally offering these consumers the benefits of lower prices and new and improved services. Failure of the proposed merger, on the other hand, would likely consign GTE and Bell Atlantic to the dustbin of telecommunications industry history.⁵

But beyond the simple economic arguments in favor of this proposed merger, TAP contends that the particular commitment shown by Bell Atlantic and GTE to using their proposed merger to advance significant public interest goals further underscores the need for this deal to go through. As stated above, TAP endorses this merger out of the belief that the merged entity will continue, and indeed improve upon, the tradition established by Bell Atlantic and GTE individually of advancing the public interest by serving, without discrimination, a broad spectrum of American consumers. Failure to permit this merger, and the consequent failure of these two companies that would almost certainly result, would generate more than economic loss. We would also lose forever the chance to improve the public interest in the manner described herein.

III. THE BENEFITS FROM THE PROPOSED DIVESTITURES THAT WILL RESULT FROM THIS MERGER WILL MITIGATE ANY OF THE MERGER'S ANTI-COMPETITIVE EFFECTS

For the record, TAP endorses the proposal advanced by Bell Atlantic/GTE to divest GTE's Internet backbone holdings, with the option of reacquiring these holdings in five years if the

5. For its part, AT&T seems to have briefly forgotten this fundamental economic reality, clinging, without a hint of irony, to the long-discredited notion that "big is bad." See AT&T Comments at 16.

combined entity has obtained authority, pursuant to Section 271 of the Act, to provide interLATA services in a sufficient number of states. TAP agrees with the claims of Bell Atlantic and GTE that this proposal will both protect consumers from the possibility of anti-competitive behavior, and will simultaneously encourage competition by giving Bell Atlantic and GTE an incentive to open their networks to comply with Section 271.

As an initial matter, TAP believes that it is plainly necessary for the Commission to protect competition by requiring the divestiture of GTE's Internetworking assets to an unaffiliated third party. Putting aside the question of whether such a divestiture would be necessary to avoid running afoul of Section 271, failure to require this separation of assets would allow the merged entity a significant opportunity to engage in anti-competitive conduct, with attendant harm to consumers. It is not difficult to imagine a scenario where, if separation were not required, the merged entity would terminate its own Internet traffic to its local exchanges at a lower price, with better quality, and under better terms and conditions, it would terminate traffic delivered by for competing backbone providers. In the long run, the merged entity's cost advantages would drive competitors out of the market, obviously resulting in less competition and thereby harming consumer interests.

On the other side of the coin, the proposal to allow the merged entity to reacquire the Internet backbone assets if, in five years, it has opened a sufficient portion of its local exchange market to competition provides precisely the kind of market-based incentives needed to ensure maximum consumer benefit from the merger. The "carrot" of reacquiring a lucrative interLATA network cannot help but drive the merged entity to open its exchanges to competition quickly, efficiently and completely. At the same time, TAP believes that the "stick" of not acquiring these valuable assets because of intransigence and opposition to competition will keep the merged entity

“scared straight” when it comes to taking steps to increase competition. In short, the proposed divestiture directly furthers the pro-competitive purpose of the Communications Act of 1996, providing the merged entity with the key to unlock its own destiny and bring substantial benefit to all consumers in the process.

Conclusion

For the foregoing reasons, TAP requests that the Commission promptly grant the proposed merger between Bell Atlantic and GTE.

Respectfully submitted,

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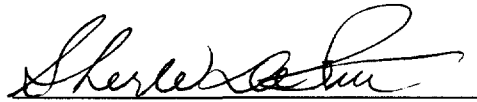
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CERTIFICATE OF SERVICE

I hereby certify that I have on this 16th day of March, 2000, served copies of the foregoing Reply Comments of the Telecommunications Advocacy Project either by hand or by mail, first-class postage, prepaid, on the attached list.


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